

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	Chapter 11
)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , ¹)	Case No. 18-50757
)	(Jointly Administered)
Debtors.)	
)	Hon. Judge Alan M. Koschik
)	

**VERIFIED FIFTH SUPPLEMENTAL STATEMENT OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP AND BAKER & HOSTETLER LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) and Baker & Hostetler LLP (“**Baker & Hostetler**”, and together with Kramer Levin, “**Counsel**”), in connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) of FirstEnergy Solutions Corp., and its affiliated debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby submit this fifth supplemental verified statement (this “**Statement**”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and respectfully state as follows:

1. On April 25, 2018, Counsel submitted a Verified Statement Pursuant to Rule 2019 for the Ad Hoc Noteholder Group (the “**Original Statement**”) [Docket No. 416]². On May 11, 2018, Counsel filed the *Verified Supplemental Statement of Kramer Levin Naftalis & Frankel LLP and Baker & Hostetler LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Docket

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186), Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.

² Capitalized terms used herein but not herein but not otherwise defined shall have the meanings ascribed to them in the Original Statement.

No. 522]. On August 31, 2018, Counsel filed the *Verified Second Supplemental Statement of Kramer Levin Naftalis & Frankel LLP and Baker & Hostetler LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Docket No. 1264]. On March 18, 2019, Counsel filed the *Verified Third Supplemental Statement of Kramer Levin Naftalis & Frankel LLP and Baker & Hostetler LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Docket No. 2332]. On May 17, 2019, Counsel filed the *Verified Fourth Supplemental Statement of Kramer Levin Naftalis & Frankel LLP and Baker & Hostetler LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Docket No. 2655]

2. All information contained in this Statement is given as of August 13, 2019 (the “**Effective Date**”).

3. As of the Effective Date, Counsel represents only the entities listed on Exhibit A (collectively, the “**Ad Hoc Noteholder Group**”) in connection with these Chapter 11 Cases and does not represent any other entities or interests in connection with these proceedings. In accordance with Bankruptcy Rule 2019(c), Exhibit A lists the addresses and the “nature and amount of all disclosable economic interests” held, advised, or managed by each member of the Ad Hoc Noteholder Group as of the Effective Date, or for which such member has investment or voting discretion or control. The information contained in Exhibit A is based upon information provided by the members of the Ad Hoc Noteholder Group to Kramer Levin and is subject to change. The undersigned reserve the right to amend or supplement this Statement.

4. Each member of the Ad Hoc Noteholder Group has separately engaged Counsel to represent it in connection with these Chapter 11 proceedings. In addition, each member of the Ad Hoc Noteholder Group does not purport to act, represent or speak on behalf of any other entity in connection with these proceedings.

5. Counsel does not hold, nor has it ever held, any claims against the Debtors except for claims for services rendered to the Ad Hoc Noteholder Group. Pursuant to the prepetition Process Support Agreement (the “**PSA**”), approved by the Court [Docket No. 509], the Debtors have agreed to pay the fees and expenses of Counsel. Counsel does not perceive any actual or potential conflict of interest with respect to the representation of the Ad Hoc Noteholder Group, as applicable, in these Chapter 11 Cases.

6. All of the information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other purpose. Nothing in this Statement shall be construed as (i) a limitation upon, or waiver of, each member of the Ad Hoc Noteholder Group’s right to assert, file, or amend its or their claims in accordance with applicable law and any orders entered in these cases, or (ii) an admission with respect to any fact or legal theory.

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7. Counsel reserves the right to supplement or amend this Statement at any time for any reason.

Dated: August 19, 2019

Respectfully submitted,

/s/ Eric R. Goodman

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I hereby certify that a copy of the foregoing was served on August 19, 2019 via the Court's CM/ECF system to the following who are listed on the Court's Electronic Mail Notice List:

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/s/ Eric R. Goodman

Eric R. Goodman

Attorney for Ad Hoc Noteholder Group

Exhibit A to 2019 Statement Of
Kramer Levin Naftalis & Frankel LLP and Baker & Hostetler LLP

Name/Address	Nature and Amount of Disclosable Economic Interest
<u>Alliance Bernstein, L.P.</u> 1345 Avenue of the Americas New York, NY 10105	<ul style="list-style-type: none"> • \$13,955,000 face amount of the 5.625% FG Secured Notes Due 2018 • \$10,000,000 face amount of the 4.25% FG Secured Notes Due 2047 • \$22,930,000 face amount of the 4.25% FG Secured Notes Due in 2029 • \$37,245,000 face amount of the 4.375% NG Secured Notes Due 2033 • \$5,340,000 face amount of the 4.375% NG Secured Notes Due 2035
<u>Allstate Insurance Company</u> 3075 Sanders Rd., STE G5 Northbrook, IL 60062	<ul style="list-style-type: none"> • \$5,000,000 face amount of the 6.05% FES Unsecured Notes Due 2021 • \$1,800,000 face amount of the 6.8% FES Unsecured Notes Due 2039 • \$2,000,000 face amount of the 6.85% Mansfield Notes Due 2034
<u>Avenue Capital Management II, L.P.</u> , solely on behalf of certain funds it advises 399 Park Avenue New York, NY 10024	<ul style="list-style-type: none"> • \$46,454,000 face amount of the 6.05% FES Unsecured Notes Due 2021 • \$126,151,000 face amount of the 6.80% FES Unsecured Notes Due 2039 • \$24,897,000 face amount of the 3.75% FG Unsecured Notes Due 2023 • \$19,560,000 face amount of the 3.1% FG Unsecured Notes Due 2023 • \$4,925,000 face amount of the 3.0% FG Unsecured Notes Due 2019 • \$1,000,000 face amount of the 3.5% FG Unsecured Notes Due 2041 • \$1,000,000 face amount of the 3.75% FG Unsecured Notes Due 2040 • \$24,959,000 face amount of the 5.7% FG Unsecured Notes Due 2020 • \$14,900,000 face amount of the 2.7% NG Unsecured Notes Due 2035 • \$4,000,000 face amount of the 4.0% NG Unsecured Notes Due June 2033 • \$21,985,000 face amount of the 4.0% NG Unsecured Notes Due December 2033 • \$25,398,000 face amount of the 3.5% NG Unsecured Notes Due 2035 • \$57,555,000 face amount of the 3.75% NG Unsecured Notes Due July 2033 • \$2,190,000 face amount of the 4.0% NG Unsecured Notes Due 2034 • \$93,728,000 face amount of the 6.85% Mansfield Notes Due 2034

Name/Address	Nature and Amount of Disclosable Economic Interest
<p><u>Barclays plc</u>, solely in respect of its Credit Trading businesses and not any other unit, group, division or affiliate of Barclays</p> <p>745 7th Avenue 2nd Floor New York, NY 10019</p>	<ul style="list-style-type: none"> • \$8,843,000 face amount of the 6.05% FES Unsecured Notes Due 2021 • \$19,018,000 face amount of the 6.80% FES Unsecured Notes Due 2039 • \$1,115,000 face amount of the 3.75% FG Unsecured Notes Due 2023 • \$110,000 face amount of the 3.10% FG Unsecured Notes Due 2023 • \$1,340,000 face amount of the 5.70% FG Unsecured Notes Due 2020 • \$1,795,000 face amount of the 4.0% NG Unsecured Notes Due 2033 • \$20,000 face amount of the 3.75 % NG Unsecured Notes Due 2033 • \$4,795,000 face amount of the 4.0% NG Unsecured Notes Due 2034 • \$28,876,000 face amount of the 6.85% Mansfield Notes Due 2034
<p><u>BlackRock Financial Management Inc. – Municipal Group</u>, on behalf of funds and accounts under management</p> <p>345 Park Ave New York, NY 10154</p>	<ul style="list-style-type: none"> • \$1,500,000 face amount of the 3.95% NG Unsecured Notes Due 2032 • \$3,000,000 face amount of the 4.0% NG Unsecured Notes Due 2035
<p><u>CoveKey Management, LP</u></p> <p>5847 San Felipe Street Houston, TX 770957</p>	<ul style="list-style-type: none"> • \$3,982,000 face amount of the 6.8% FES Unsecured Notes Due 2039 • \$1,725,000 face amount of the 3.75% FG Unsecured Notes Due 2023 • \$125,000 face amount of the 2.55% FG Unsecured Notes Due 2041 • \$1,250,000 face amount of the 3.0% FG Unsecured Notes Due 2019 • \$270,000 face amount of the 3.50% FG Unsecured Notes Due 2041 • \$3,660,000 face amount of the 5.7% FG Unsecured Notes Due 2020 • \$1,000,000 face amount of the 2.7% NG Unsecured Notes Due 2035 • \$290,000 face amount of the 4.0% NG Unsecured Notes Due June 2033 • \$120,000 face amount of the 4.0% NG Unsecured Notes Due December 2033 • \$800,000 face amount of the 3.50% NG Unsecured Notes Due 2035 • \$50,000 face amount of the 3.75% NG Unsecured Notes Due 2033 • \$485,000 face amount of the 4.0% NG Unsecured Notes Due 2034 • \$200,000 face amount of the 4.0% NG Unsecured Notes Due 2035

Name/Address	Nature and Amount of Disclosable Economic Interest
<u>Capital Research and Management Company</u> 333 South Hope Street 55 th Floor Los Angeles, CA 90071	<ul style="list-style-type: none"> • \$21,465,000 face amount of the 5.625% FG Secured Notes Due 2018
<u>GoldenTree Asset Management LP</u> , on behalf of certain funds and accounts for which it serves as investment advisor 300 Park Ave, Floor 20 New York, NY 10022	<ul style="list-style-type: none"> • \$1,280,000 face amount of the 4.25% FG Secured Notes Due 2047 • \$11,365,000 face amount of the 4.375% NG Secured Notes Due 2033 • \$3,300,000 face amount of the 4.375% NG Secured Notes Due 2035 • \$30,325,000 face amount of the 6.85% Mansfield Notes Due 2034

Name/Address	Nature and Amount of Disclosable Economic Interest
<p><u>Nuveen Asset Management, LLC</u>, as investment advisor on behalf of certain funds it manages</p> <p>333 W Wacker Dr. Chicago, IL 60606</p>	<ul style="list-style-type: none"> • \$75,155,000 face amount of the 5.625% FG Secured Notes Due in 2018 • \$29,105,000 face amount of the 4.25% FG Secured Notes Due 2047 • \$60,525,000 face amount of the 4.25% FG Secured Notes Due 2029 • \$168,173,000 face amount of the 3.75% FG Unsecured Notes Due 2023 • \$24,805,000 face amount of the 2.55% FG Unsecured Notes Due 2041 • \$23,540,000 face amount of the 3.1% FG Unsecured Notes Due 2023 • \$74,555,000 face amount of the 3.0% FG Unsecured Notes Due 2019 • \$53,440,000 face amount of the 3.5% FG Unsecured Notes Due 2041 • \$42,000,000 face amount of the 3.75% FG Unsecured Notes Due 2040 • \$114,876,000 face amount of the 5.7% FG Unsecured Notes Due 2020 • \$166,775,000 face amount of the 4.375% NG Secured Notes Due 2033 • \$43,945,000 face amount of the 4.375% NG Secured Notes Due 2035 • \$78,090,000 face amount of the 2.7% NG Unsecured Notes Due 2035 • \$7,655,000 face amount of the 3.125% NG Unsecured Notes Due 2033 • \$7,200,000 face amount of the 3.125% NG Unsecured Notes Due 2034 • \$28,490,000 face amount of the 4.0% NG Unsecured Notes Due June 2033 • \$76,810,000 face amount of the 4.0% NG Unsecured Notes Due December 2033 • \$28,100,000 face amount of the 3.625% NG Unsecured Notes Due October 2033 • \$54,255,000 face amount of the 3.95% NG Unsecured Notes Due 2032 • \$21,930,000 face amount of the 3.75% NG Unsecured Notes Due June 2033 • \$15,365,000 face amount of the 3.625% NG Unsecured Notes Due December 2033 • \$117,937,000 face amount of the 3.50% NG Unsecured Notes Due 2035 • \$40,025,000 face amount of the 3.75% NG Unsecured Notes Due 2033 • \$60,845,000 face amount of the 4.0% NG Unsecured Notes Due 2034 • \$60,315,000 face amount of the 4.0% NG Unsecured Notes Due 2035

Name/Address	Nature and Amount of Disclosable Economic Interest
<u>PointState Capital LP</u> 40 West 57 th Street, 25 th Floor New York, NY 10019	<ul style="list-style-type: none"> • \$56,000,000 face amount of the 6.05% FES Unsecured Notes Due 2021 • \$4,680,000 face amount of the 6.8% FES Unsecured Notes Due 2039 • \$2,000,000 face amount of the 3.10% FG Unsecured Notes Due 2023 • \$3,000,000 face amount of the 3.0% FG Unsecured Notes Due 2019 • \$2,000,000 face amount of the 4.0% NG Unsecured Notes Due June 2033 • \$8,000,000 face amount of the 3.50% NG Unsecured Notes Due 2035 • \$3,000,000 face amount of the 4.0% NG Unsecured Notes Due 2035 • \$40,000,000 face amount of the 6.85% Mansfield Notes Due 2034
<u>Victory Capital Management Inc.</u> USAA Building, A02W, A1 9800 Fredericksburg Rd San Antonio, TX 78288	<ul style="list-style-type: none"> • \$6,000,000 face amount of the 5.7% FG Unsecured Notes Due 2020 • \$7,000,000 face amount of the 4.0% NG Unsecured Notes Due June 2033 • \$30,000,000 face amount of the 4.0% NG Unsecured Notes Due December 2033